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7 | Lead Counsel for Plaintiffs

8 | [Additional Counsel on Signature Pages]

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA

Pursuant to Rules 23.1(c) and 41(a) of the Federal Rules of Civil Procedure, plaintiffs Aravind Bhonagiri, Ashwin Juneja, and TJ Park ("Plaintiffs"), nominal defendant Nutanix, Inc. ("Nutanix"), and individual defendants Dheeraj Pandey, Duston M. Williams, David Sangster, Tyler Wall, Jeffrey T. Parks, Michael P. Scarpelli, Steven J. Gomo, Ravi Mhatre, John McAdam, Susan L. Bostrom, Craig Conway, Sudheesh N. Vadakkedath, Louis J. Attanasio, and Kenneth W. Long III (the "Individual Defendants" and together with Nutanix, the "Defendants"), by and through their respective counsel, hereby stipulate and agree to the voluntary dismissal of the above-entitled consolidated action (the "Action") as follows:

26 WHEREAS, on June 17, 2020, Plaintiffs filed their Verified Consolidated Amended Stockholder
27 Derivative Complaint for Breach of Fiduciary Duty, Waste of Corporate Assets, Unjust Enrichment,

1 Violation of the Securities Exchange Act of 1934, and Contribution (Dkt. No. 48) (the "Complaint"),
2 which alleged that demand on Nutanix's Board of Directors (the "Board") was futile because there was
3 reason to doubt the disinterestedness and/or independence of a majority of the members of the Board;

4 WHEREAS, on July 7, 2020, Defendants filed motions to dismiss the Complaint (the "Motions to
5 Dismiss") (Dkt. Nos. 51-52);

6 WHEREAS, on October 5, 2020, the Court granted the Motions to Dismiss with leave to amend
7 (Dkt. No. 67);

8 WHEREAS, in light of the Court's finding that Plaintiffs' demand futility allegations were
9 insufficient and that Plaintiffs instead should have made a demand on Nutanix's Board, on November 25,
10 2020, Plaintiffs sent the current Board a formal demand to investigate Plaintiffs' allegations and take any
11 and all appropriate action in the best interests of Nutanix, including potentially bringing claims against
12 Defendants in this case (the "Demand");

13 WHEREAS, the parties agree that, as a result of Plaintiffs' Demand, the demand futility issue is
14 now moot;

15 WHEREAS, in light of the foregoing, Plaintiffs hereby voluntarily dismiss this Action with
16 prejudice as to demand futility only, but otherwise without prejudice, with each party to bear his, her, or
17 its own costs and fees;

18 WHEREAS, the parties respectfully submit that notice of the voluntary dismissal of this Action
19 pursuant to Fed. R. Civ. P. 23.1(c) is not necessary because: (i) there has been no settlement or compromise
20 between the parties to this Action; (ii) there has been no collusion among the parties; and (iii) Plaintiffs
21 and their counsel have not received (and will not receive) any compensation or consideration from Nutanix
22 or Defendants in connection with the voluntary dismissal of this Action; and

23 WHEREFORE, the parties, through their undersigned counsel, hereby agree, stipulate, and
24 respectfully request that the Court enter an Order as follows:

25 THEREFORE, IT IS HEREBY STIPULATED AND REQUESTED by the parties, through their
26 undersigned counsel of record and subject to the Court's approval, as follows:
27

1. The Action shall be dismissed with prejudice as to demand futility only, but otherwise
1 without prejudice; and
2

3. The parties shall bear their own respective attorneys' fees and costs incurred in connection
4 herewith.

5 **IT IS SO STIPULATED.**

6
7 Dated: December 1, 2020

ROBBINS LLP
BRIAN J. ROBBINS
CRAIG W. SMITH
SHANE P. SANDERS

10 */s/ Shane P. Sanders*
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26 *Co-Counsel for Plaintiffs*

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29 *Counsel for Plaintiff Ashwin Juneja*

1 Dated: December 1, 2020
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9 *Attorney for Defendants Dheeraj Pandey,*
10 *Duston M. Williams, David Sangster, Tyler*
11 *Wall, Jeffrey T. Parks, Michael P. Scarpelli,*
Steven J. Gomo, Ravi Mhatre, John McAdam,
Susan L. Bostrom, Craig Conway, Sudheesh N.
Vadakkedath, Louis J. Attanasio, Kenneth W.
Long III, and Nutanix, Inc.

1 I, Shane P. Sanders, am the ECF User whose ID and password are being used to file this Stipulation
2 and [Proposed] Order Voluntarily Dismissing Action. In compliance with Civil L.R. 5-1(i), I hereby attest
3 that concurrence in the filing of this document has been obtained from each of the other signatories.

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5 */s/ Shane P. Sanders*
6 SHANE P. SANDERS
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1 [PROPOSED] ORDER
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4 PURSUANT TO STIPULATION, IT IS SO ORDERED.
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7 DATED: _____
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10 HONORABLE WILLIAM H. ORRICK
11 UNITED STATES DISTRICT JUDGE
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CERTIFICATE OF SERVICE

I hereby certify that on December 1, 2020, I authorized the electronic filing of the forgoing document with the Clerk of the Court using the CM/ECF system which will send notification of such filing to the e-mail addresses denoted on the Electronic Mail Notice List.

I certify under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed on December 1, 2020.

/s/ Shane P. Sanders

SHANE P. SANDERS